

EXHIBIT C

PROPOSED ORDER

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re

Chapter 11

Refreshing USA, LLC,

Case No. 24-33919

(Jointly Administered)

Debtors<sup>1</sup>.

**ORDER (1) AUTHORIZING THE RETENTION AND EMPLOYMENT OF HILCO  
REAL ESTATE, LLC AS REAL ESTATE CONSULTANT (2) WAIVING CERTAIN  
TIMEKEEPING REQUIREMENTS, AND (3) GRANTING RELATED RELIEF**

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Upon the application (the “Application”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Debtors to employ and retain Hilco Real Estate, LLC (“Hilco Real Estate”) as their real estate advisors pursuant to the terms and conditions of the Services Agreement, effective as of the date of the Services Agreement, as more fully set forth in the Application; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Application is in the best interests of the Debtors’

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<sup>1</sup> Debtors and debtors-in-possession in these Chapter 11 cases (“Bankruptcy Case(s)”), along with the last four digits of their respective Employer Identification Numbers, are as follows: Refreshing USA, LLC (85-3358945) (“Refreshing”), Case No. 24-33919; Water Station Management LLC (81-1202716) (“Water Station”), Case No. 24-33924; and Creative Technologies, LLC (46-2581888) (“Creative” and, together with Refreshing and Water Station, “Debtors”), Case No. 24-33934. Debtors’ mailing address is: 2732 Grand Ave., Ste. 122, Everett, WA 98201.

estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Application and opportunity for a hearing on the Application were appropriate and no other notice need be provided; and this Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before this Court, if any; and this Court having determined that the legal and factual bases set forth in support of the Application establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS ORDERED THAT:

1. The Application is GRANTED.
2. The Debtors are authorized, pursuant to sections 327 and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, to employ and retain Hilco Real Estate in accordance with the terms and conditions set forth in the Services Agreement attached hereto as **Exhibit 1**, effective as of Petition Date.
3. All of Hilco Real Estate's compensation, expense reimbursements, indemnification, and related obligations in the Services Agreement are approved pursuant to section 328(a) of the Bankruptcy Code, and Hilco Real Estate shall be compensated, reimbursed, and indemnified pursuant to section 328(a) of the Bankruptcy Code in accordance with the terms of, and at the times specified in, the Services Agreement, as modified by this Order.
4. The fees and expenses payable to Hilco Real Estate shall be treated as administrative expenses of the Debtors' estates, shall be free and clear of all liens, claims, and encumbrances, and shall be paid by the Debtors without the necessity of further approval or of Hilco Real Estate filing monthly or interim fee applications or otherwise complying with the monthly, quarterly, or final compensation procedures applicable to professionals.

5. Notwithstanding anything to the contrary in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any order of this Court or any other guideline, Hilco Real Estate's professionals shall be excused from (a) submitting monthly and interim fee applications as set forth in Bankruptcy Rule 2016 and (b) maintaining time records in connection with the services to be rendered pursuant to the Services Agreement.

6. With respect to the Services as they pertain to a Property sales, Hilco Real Estate's fee and sale commission as well as its Expenses, shall be paid at the closing of the sale of the applicable Property.

7. In the event of any inconsistency between the Services Agreement, the Application, and this Order, this Order shall govern.

8. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

11. Upon the earlier of the completion of its Services and the termination or expiration of the Services Agreement, Hilco shall file a final fee application with a summary of fees earned and expenses incurred along with a summary of the fees and expenses paid to date.

12. The fees payable to Hilco pursuant to the Services Agreement shall be subject to review only pursuant to the standards set forth in section 328(a) of the Bankruptcy Code.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Houston, Texas

DATE: \_\_\_\_\_

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UNITED STATES BANKRUPTCY JUDGE

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